

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1162.

FILED, JULY 30th. 1964.

"NOVAMINES CORPORATION"

Full corporate name of Company

(No Personal Liability)

(Previously "Consolidated Central Cadillac Mines Limited")

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953)

(Ontario) by Letters Patent dated May 1st, 1957.

Reference is made to previous

Filing Statement No. 1028.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) Acquisition of mining properties, (Refer to Item 11). (b) Underwriting of 200,000 shares and collateral options, (See paragraph 6) Following the Underwriting and options agreement being postponed and lapsed as at April 30th-1964, it has been unanimously approved by the total majority of Shareholders attending the annual meeting of Shareholders as at July 20th-1964, held in Montreal, Que., to authorize the directors in view of transacting a new Underwriting and Options agreement with Bouchard & Company Ltd., 1015 Beaver Hall Hill, Montreal, Que., jointly with S.J. Brooks & Co. Ltd., 185 Bay Street, Toronto-Ont., for 1,000,000 shares of the company at the following terms, to wit: 200,000 shares at 0.30 cents payable forthwith after qualification with the proper authorities, and four options of 200,000 shares each at prices ranging from 0.35 to 0.50 cents a share over a period of twelve months.																																													
2. Head office address and any other office address.	Room 401- 4920 Western Ave- Westmount-Que., Changed from previous address of 1476 Sherbrooke Street West., Montreal, Que.																																													
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<table><tr><td>President and Director,</td><td>J.O. Martin,</td><td>Mining Executive,</td></tr><tr><td></td><td>3952 Maplewood,</td><td></td></tr><tr><td></td><td>Montreal, Que.,</td><td></td></tr><tr><td>Vice-President & Director,</td><td>Jean Grondin,</td><td>Architect,</td></tr><tr><td></td><td>217 Labonté Ave.,</td><td></td></tr><tr><td></td><td>Longueuil, Qué.</td><td></td></tr><tr><td>Secretary & Director,</td><td>Gerard Legros,</td><td>Industrialist,</td></tr><tr><td></td><td>39 Ave-Jogues,</td><td></td></tr><tr><td></td><td>Sorel, Que.</td><td></td></tr><tr><td>Treasurer,</td><td>Paul Pappas,</td><td>Business Executive,</td></tr><tr><td></td><td>7525 Jean Bourdon,</td><td></td></tr><tr><td></td><td>Montreal, Que.</td><td></td></tr><tr><td>Director,</td><td>J. Luc Cloutier,</td><td>Chartered Accountant.</td></tr><tr><td></td><td>11724 Poincaré St.,</td><td></td></tr><tr><td></td><td>Montreal, Que.</td><td></td></tr></table>	President and Director,	J.O. Martin,	Mining Executive,		3952 Maplewood,			Montreal, Que.,		Vice-President & Director,	Jean Grondin,	Architect,		217 Labonté Ave.,			Longueuil, Qué.		Secretary & Director,	Gerard Legros,	Industrialist,		39 Ave-Jogues,			Sorel, Que.		Treasurer,	Paul Pappas,	Business Executive,		7525 Jean Bourdon,			Montreal, Que.		Director,	J. Luc Cloutier,	Chartered Accountant.		11724 Poincaré St.,			Montreal, Que.	
President and Director,	J.O. Martin,	Mining Executive,																																												
	3952 Maplewood,																																													
	Montreal, Que.,																																													
Vice-President & Director,	Jean Grondin,	Architect,																																												
	217 Labonté Ave.,																																													
	Longueuil, Qué.																																													
Secretary & Director,	Gerard Legros,	Industrialist,																																												
	39 Ave-Jogues,																																													
	Sorel, Que.																																													
Treasurer,	Paul Pappas,	Business Executive,																																												
	7525 Jean Bourdon,																																													
	Montreal, Que.																																													
Director,	J. Luc Cloutier,	Chartered Accountant.																																												
	11724 Poincaré St.,																																													
	Montreal, Que.																																													
4. Share capitalization showing authorized and issued and outstanding capital.	The authorized Capital of the company now consist of 5,000,000 shares of a par value of \$1.00 (one dollar) per share of which 1,752,910 shares are outstanding and issued as fully paid.																																													
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None.																																													
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Subject to the registration of the company with the Quebec Securities Commission, Bouchard & Co. Ltd., from 1015 Beaver Hall Hill Montreal, Que., and S.J. Brooks & Co., from 185 Bay Street, Toronto-Ont., acting on behalf of their respective clients have underwritten jointly, on a 50/50 basis, <u>200,000 shares</u> of the company at the price of 0.30 cents a share payable forthwith after the effective date, and <u>800,000 shares</u> are being optioned, exercisable as follows: <u>200,000 shares</u> at 0.35 cents a share within 90 days from the effective date; <u>200,000 shares</u> at 0.40 cents a share within 180 days from the effective date; <u>200,000 shares</u> at 0.45 cents a share within 270 days from the effective date and <u>200,000 shares</u> at 0.50 cents a share within 360 days from the effective date.																																													
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	In entering into the agreement referred to in item 6 above, Bouchard & Co. Ltd., and S.J. Brooks & Co. Ltd. were acting solely on behalf of their respective clients, Mr. J.O. Martin from 3952 Maplewood-Montreal, Que., and Gerard Legros from 39 Ave-Jogues, Sorel, Que., and J.D. Crighton International Ltd., 105 Adelaide Street-West, Toronto, Ont., who respectively have 25%-25% and 50% interest in the Underwriting and options agreements. The two first Underwriters are directors and officers of the Company. The two only persons having more than 2% interest in J.D. Crighton are J.D. Crighton and John Fisher from 105 Adelaide W. Toronto.																																													
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	No payments in Cash or Securities of the Company have been made or are to be made to a promoter or finder in connection with the proposed Underwriting, options or property acquisition.																																													

9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	"The \$60,000.00 to be received from the underwriting will be used to pay general accounts and advances from Directors and to carry on with the actual drilling program now under progress in Polson Lake, Nova Scotia, and particularly in Cadillac, Abitibi-Que., and further develop the newly acquired extension of mining properties acquired by Special Order in Council number 443, from the Department of Natural Resources and Mines of Quebec. Any funds to be received from the exercise of options will be applied in the above and no funds will be used for any other purpose, other than general administration, without notice being filed with the Toronto Stock Exchange and the Canadian Stock Exchange. (See Engineers' Progress Report attached).																																				
10. Brief statement of company's chief development work during past year.	The company has carried extensive mining development since the beginning of 1964 as per Engineer's report of P.G. Lacombe P.Eng., for a total of more than 7,000' feet of diamond drilling and 123,000 feet of line cutting, magnetometer, resistivity and polarization surveys up to date. This work included Polson Lake N.S. as well as Cadillac, Que., properties.																																				
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	By a special Order in Council of the Department of Natural Resources and Mines of Quebec, bearing no: 443, supported by an Order in Council of the Town of Cadillac, Abitibi-Que., it has been granted the company, the privilege and right to line cut survey and stake the entire Town of Cadillac, Abitibi-Que., being the prolongation or extension of the ore zones of our actual properties. No cash nor shares or Securities being paid for this addition. (The cost has been exactly \$375.00), and being only for mining licenses and labour. This group of properties is now covered and protected by Claims numbers: <table><tr><td>211-467,</td><td>Claims 1 to 4 Inclusive,</td></tr><tr><td>211-468,</td><td>Claims 1 to 5 Inclusive,</td></tr><tr><td>211-469,</td><td>Claims 1 to 5 Inclusive,</td></tr><tr><td>211-470,</td><td>Claims 1 to 5 Inclusive,</td></tr><tr><td>G-1084,</td><td>Claims 1 to 5 Inclusive.</td></tr></table>	211-467,	Claims 1 to 4 Inclusive,	211-468,	Claims 1 to 5 Inclusive,	211-469,	Claims 1 to 5 Inclusive,	211-470,	Claims 1 to 5 Inclusive,	G-1084,	Claims 1 to 5 Inclusive.																										
211-467,	Claims 1 to 4 Inclusive,																																				
211-468,	Claims 1 to 5 Inclusive,																																				
211-469,	Claims 1 to 5 Inclusive,																																				
211-470,	Claims 1 to 5 Inclusive,																																				
G-1084,	Claims 1 to 5 Inclusive.																																				
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	NONE.																																				
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	400,000 shares are now being held in escrow by The Eastern & Chartered Trust Co., 132 St-James Street West., Montreal, Que.																																				
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	The only persons having more than 5% interest in the escrowed shares of the company are: Mr. J.O. Martin, President of the company, of 3952 Maplewood, Montreal, Que., and Mr. Clair Simard, from 119 Boulevard Ste-Anne, Sorel, Que., Mr. J.O. Martin owns 240,000 shares and Mr. Clair Simard owns 160,000 shares, or 60% and 40% respectively.																																				
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Following the complete reorganization of the company, the five (5) largest shareholders of the Company are now: <table><tr><th></th><th>SHARES</th><th></th></tr><tr><td>J.O. Martin, President,</td><td>3952 Maplewood,</td><td>240,000 (Escrowed)</td></tr><tr><td></td><td>Montreal, Que.,</td><td></td></tr><tr><td>Bouchard & Co. Ltd.</td><td>1015 Beaver Hall</td><td></td></tr><tr><td></td><td>Hill, Montreal, Que</td><td>175,000 (Free)</td></tr><tr><td>Clair Simard,</td><td>Blvd. Ste-Anne,</td><td></td></tr><tr><td></td><td>Sorel, Que.</td><td>160,000 (Escrowed)</td></tr><tr><td>Estate of Ernest Beaupré-</td><td>518 Sherbrooke St.,</td><td></td></tr><tr><td></td><td>Montreal, Que.</td><td>55,000 (Free)</td></tr><tr><td>Geoffrion, Robert & Gelinas & Co.,</td><td>Suite-1500,</td><td></td></tr><tr><td></td><td>129 St-James St-W.,</td><td></td></tr><tr><td></td><td>Montreal, Que.</td><td>17,925 (Free)</td></tr></table> The company is not aware of the beneficial owners of the shares registered in the name of Bouchard & Co. Ltd., and Geoffrion, Robert & Gelinas & Co., Montreal, Que.		SHARES		J.O. Martin, President,	3952 Maplewood,	240,000 (Escrowed)		Montreal, Que.,		Bouchard & Co. Ltd.	1015 Beaver Hall			Hill, Montreal, Que	175,000 (Free)	Clair Simard,	Blvd. Ste-Anne,			Sorel, Que.	160,000 (Escrowed)	Estate of Ernest Beaupré-	518 Sherbrooke St.,			Montreal, Que.	55,000 (Free)	Geoffrion, Robert & Gelinas & Co.,	Suite-1500,			129 St-James St-W.,			Montreal, Que.	17,925 (Free)
	SHARES																																				
J.O. Martin, President,	3952 Maplewood,	240,000 (Escrowed)																																			
	Montreal, Que.,																																				
Bouchard & Co. Ltd.	1015 Beaver Hall																																				
	Hill, Montreal, Que	175,000 (Free)																																			
Clair Simard,	Blvd. Ste-Anne,																																				
	Sorel, Que.	160,000 (Escrowed)																																			
Estate of Ernest Beaupré-	518 Sherbrooke St.,																																				
	Montreal, Que.	55,000 (Free)																																			
Geoffrion, Robert & Gelinas & Co.,	Suite-1500,																																				
	129 St-James St-W.,																																				
	Montreal, Que.	17,925 (Free)																																			

FINANCIAL STATEMENTS

NOVAMINES CORPORATION
(NO PERSONAL LIABILITY)

STATEMENT OF FINANCIAL POSITION OF THE
COMPANY AS AT JUNE 30-TH 1964.

- ASSETS -

CASH IN BANK,	\$ 991.33
INVESTMENT IN WHEEDON MINING COPPER CORP- (At Cost),	46.45
MINERAL STOCKPILE (At Cost),	33,336.00
MINING CLAIMS,	112,501.00
DEFERRED DEVELOPMENT AND ADMINISTRATIVE EXPENSES (Per Statement Below),	62,095.61
REORGANIZATION EXPENSES.	15,638.68
	<u>\$224,009.08</u>

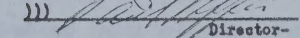
- LIABILITIES -

ACCOUNTS PAYABLE, (Mineral Stockpile), See Assets...	33,336.00
GENERAL ACCOUNTS,	5,357.89
ADVANCE FROM DIRECTORS,	7,965.00
	<u>46,658.89</u>

SHAREHOLDERS' EQUITY :

Authorized:		
5,000,000 Common shares at \$1.00 Par Value:	5,000,000.00	
Issued and Paid for:		
For Cash:		
1,065,100 Common shares at \$1.00 Par Value:	1,065,100.00	
287,100 Shares Issued during the period:		
	\$ 287,810.00	
1,352,910		
Less discount on shares:	217,735.26	70,074.74
For Mining claims:		
400,000 Common shares at \$1.00	400,000.00	
Less discount on shares:	300,000.00	100,000.00
		<u>1,235,174.74</u>
Contributed Surplus arising out of the Reduction of Share Capital:	648,589.10	
DEFICIT:- Balance as at July 15th-1963, (No change during period)	(1,706,413.65)	177,350.19
		<u>\$224,009.08</u>

APPROVED ON BEHALF OF DIRECTORS


Director-
))) 
Director-

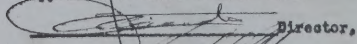
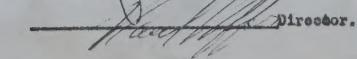
STATEMENT OF DEFERRED DEVELOPMENT AND ADMINISTRATIVE EXPENSES FOR THE PERIOD From July 15th-1963 to June 30th-1964

Development Expenses	Balance at February the 29th- 1964.	Addition during the period.	Balance as at June 30th-1964
Exploration, (Engineers' Fees)			
Drilling, Line Cutting, Etc.,	29,296.76	18,448.00	47,744.76
Taxes & Licenses,	4,794.41	207.33	5,001.74
Travelling,	295.00	1,335.57	1,630.57
	<u>34,386.17</u>	<u>19,990.90</u>	<u>54,377.07</u>

Administrative Expenses

Office Supplies and Expenses,	1,729.65	375.00	2,104.65
Travelling,	320.06		320.06
Printing,	650.00	83.78	733.78
Transfer Taxes,	36.00		36.00
Finance Expenses,	411.75	68.63	480.38
Advertising,	104.30		104.30
Secretarial Fees,	454.92		454.92
Rent,	178.50	636.90	815.40
Audit Fees,	630.00		630.00
General Expenses.	213.23	1,825.82	2,039.05
	<u>4,728.41</u>	<u>2,990.13</u>	<u>7,718.54</u>
TOTAL:	<u>39,114.58</u>	<u>22,981.03</u>	<u>62,095.61</u>

Approved on Behalf of the Board


Director,

Director.

ENGINEER'S REPORT

Note - The following are excerpts from a progress report, by P.G. Lacombe, P.Eng., dated July 30th, 1964, on mining properties known as the Polson Lake, N.S. Property, and the Cadillac Townsite Property, Quebec. A complete copy of this report is on file with the Toronto Stock Exchange.

3. Conclusions and Recommendations:

A. - On the Polson Lake property, the results obtained are being presently assessed. The anomalies detected by the surveys have been drilled and those on the west side of the lake have been found to extend over worthless magnetite formations.

On the east side of the lake, drilling has shown the main structure to go on extending east. Mineralization, however, decreases considerably eastward. Hence, three steps are suggested:

i. To complete a detailed ground exploration of the property and simultaneously a geochemical survey. This type of survey is fast and cheap and will locate only copper, lead or zinc anomalies without being affected by magnetite, pyrite or other worthless mineralization. The cost of this operation will be approximately \$5,000.00.

ii. After correlating all intersections and assays from the present and past drilling, if results warrant it, to drill the main structure at depth in an attempt to locate the source of the better grade mineralization found previously. Seven thousand feet of drilling for a cost of about \$35,000 to \$40,000 may be required at that point.

iii. To drill the better geochemical anomalies if it is judged that their size and intensities warrant it.

B. - On the Cadillac property, the 1800 foot zone described above appears very promising and results to date are most encouraging. The Cadillac area has been in the past an area of high grade and the present intersections are compatible with the character of these zones. Furthermore, the geology of the band being presently drilled is extremely favourable, combining the presences of iron formations, fractures, faults, folds and porphyritic intrusions. Hence:

i. The present drilling program should be continued to drill a series of hole striking south, dipping 70°, spaced every 100 feet along the full length of the zone. This would mean about 14 holes of 650 feet or 9,100 feet of drilling costing about \$50,000 to \$60,000.

ii. If results are good, the zone should then be drilled so as to intersect the same mineralization 500 feet deeper if present.

iii. As this zone appears to be the eastward extension of the zone previously mined, it would then be indicated to go on drilling west under the old workings to explore for possible extension in that direction, as a downward extension of the previously mined orebodies. Very little drilling was done around the old mine and what was done was mostly flat holes at the 500-foot level. No deep exploration was done, as reported by all consultants who visited the mine and deplored the lack of such holes.

Hence, following above steps i and ii, should results indicate a possible continuation of the zone westward under the old mine, the shaft could be dewatered and drilling done from the 500-foot level, down to the 1000-foot elevation. This would require much shorter holes than from the surface and underground drilling would be considerably cheaper than the costly surface drilling through a tough overburden. The mine does not make much water and was dewatered last in two weeks. Cost of drilling 10 holes or 5,000 feet, including dewatering would be about \$15,000.

iv. After interpretation of the geophysical survey by our expert consultant, the most significant areas should be drilled. This drilling should concentrate on: a) Zones indicated by the geophysical survey; b) Zones where former drilling (1935-1949) cut good intersections which were not subsequently explored; c) The iron bands which extend over the O'Brien and Dumagami properties, further west. These iron bands are associated with gold mineralization on these two properties and their presence on the Novamines property should be investigated for similar mineralization.

As final conclusions, it can be stated that exploration work in Nova Scotia has eliminated a large sector of barren ground from further work; it has lengthened the main structure and indicated the need for continued geochemical exploration on these claims, where barely 10% of the area has been investigated thus far. Final assessment of present drilling results may indicate the need of further deep drilling under the main zone.

In Cadillac, results obtained in Hole N-1-A are most encouraging and drilling should be pursued at utmost speed along this 1800 foot zone. Judging from the past, it is to be expected that drilling through the tough, heavy overburden will always be difficult and slow; even worse conditions can be foreseen when the drill will move east of hole N-1-A. Results will be slow in coming and expensive to get at, but thus far, the expenditure has been fully justified by the intersections obtained. There is no doubt that this high-grade section should be fully investigated.

Here again, about 5% of the property, a former producer, has been examined. Continued and complete exploration activities should be carried out over the whole surface and at depth under and around the old workings.

4. Certificate:

I, undersigned, Pierre G. Lacombe, Mining Engineer (McGill 1964) and a member of the Corporation of Professional Engineers of Quebec, state:

1. That the above Progress Report on the properties of Novamines Corporation is based on my personal observations, that all the facts contained therein are reported fully and accurately;
2. That I have no interest whether direct or indirect in Novamines Corporation or its securities;
3. That I do not expect to receive such interest or intend to acquire any;
4. That the information contained herein is based further on several reports and maps compiled through the years and presently available in the Company's files.



Pierre G. Lacombe
Pierre G. Lacombe, Ing.P.
P.G.Lacombe & Associates
Consulting Engineer

PGL:ld
6 cc.

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Mr.J.O.Martin, President of the company and Mr. Clair Simard and the Estate of Ernest Beaupré, 518 Sherbrooke St-West, Montreal, Que., providing that they are able to obtain sufficient proxies from other shareholders, may be in a position to materially effect control of the company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	The company has no investments in the shares or other Securities of other companies but 1,000 shares of Weedon Pyrite and Copper Corporation Limited (N.P.L.)
18. Brief statement of any lawsuits pending or in process against company or its properties.	None.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	a/ On March 18th-1963, Mr.J.O.Martin, President of the company 3952 Maplewood, Montreal, Que., and Mr. Clair Simard from 119 Blvd. Ste-Anne, Sorel, Que., sold the company a mineral stockpile located in Polson Lake, Nova Scotia for the sum of \$33,336.00 payable in five installments of \$6,667.20 starting only when satisfactory reports will become available from the exploration program around this property, according to the agreement made with the Quebec Securities Commission. No payments have been made yet, and no payment will be made until such complete assessment permits to probe a tangible commercial value. b/ On March 18th-1963, Mr.J.O.Martin, President of the company, 3952 Maplewood, Montreal, Que., and Mr. Clair Simard, 119 Blvd. Ste-Anne, Sorel, Que., have optioned a mining property located in the Elk Lake area of Montreal River Division of Ontario for a period of six (6) months ending the 18th-day of September 1963 after which date, by mutual agreement, it has been renewed for another year ending the 18th- of September 1964. In the original agreement, it is stipulated that if and when exercised, the company will pay the above optionors 50,000 shares, 100% escrowed, together with 7½% of the net return price for each ton of concentrate or 12½% of the crude mineral ore.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	None. At the time of the present filing statement, no shares of the company are in the course of primary distribution to the public. The only shares issued were those granted by a previous Underwriting and option Agreement which has lapsed as at April 30th-1964. 250,000 new shares were issued and paid at that time according to this agreement with Bouchard & Co. Ltd, from Montreal. (Que. All shares taken up by the Underwriting and Options Agreement mentioned in item 6 will be in primary distribution.

DATED ---July 23rd--1964

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"J.O. Martin"

"J. Grondin"

NOVAMINE CORPORATION (MPL) CORPORATE
Pres. SEAL

Vice-Pres.

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

BOUCHARD & COMPANY LIMITED.

"J.C. Bouchard"

Pres-

S.J. BROOKS & COMPANY-

"S.J. Brooks"

"N.D. Tsadilas"

Vice-Pres.

"J. Kinross"